

Hearing Date: June 25, 2009 9:45 a.m.
Objection Deadline: June 19, 2009 5:00 p.m.

Robert B. Weiss
Donald F. Baty, Jr.
Tricia A. Sherick
HONIGMAN MILLER SCHWARTZ
AND COHN LLP
660 Woodward Avenue
2290 First National Building
Detroit MI 48226
Telephone: (313) 465-7000
Facsimile: (313) 465-8000

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF DEBTORS' MOTION PURSUANT TO 11 U.S.C. 363(b) OF THE
BANKRUPTCY CODE GRANTING AUTHORITY TO EXERCISE PUT RIGHTS**

PLEASE TAKE NOTICE THAT:

On June 9, 2009, General Motors Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, "GM" or the "Debtors"), filed the *Motion of Debtors for Entry of an Order Pursuant to 11 U.S.C. § 363(b) for Authority to Exercise Put Rights* (the "**Motion**").

The Motion seeks authority, pursuant to section 363 of title 11 of the United States (the "**Bankruptcy Code**") for entry of an order authorizing the Debtors to exercise their put rights in connection with that certain Shareholder and Operations Agreement between Pentastar Aviation, LLC and General Motors Corporation, dated October 2001. A hearing, with respect to Motion will

be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, Room 621 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **June 25, 2009 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

A copy of the Motion may be obtained by (a) contacting the attorneys for the Debtors, Honigman Miller Schwartz and Cohn LLP, 660 Woodward Avenue, 2290 First National Building, Detroit, MI 48226 (Attn. Robert B. Weiss, Esq., Donald F. Baty, Jr., and Tricia A. Sherick, Esq.), Telephone: (313) 465-7000; (b) accessing the Court’s website at <http://www.nysb.uscourts.gov> (please note that a PACER password is needed to access documents on the Court’s website); (c) viewing the docket of these cases at the Clerk of the Court, United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004; or (d) accessing the public website maintained by the Debtors’ court-appointed claims and noticing agent in these cases at: www.gmcourtdocs.com.

The deadline to file any objections and responses to the Motion is **June 19, 2009 at 5:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

Objections and responses, if any, to the Motion must be in writing and must (a) conform to the Bankruptcy Rules, the Local Rules of the Bankruptcy Court for the Southern District of New York, and any case management orders in these chapter 11 cases, (b) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors’ estates or property, and (c) set forth the basis for the objection and the specific grounds therefore.

Registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Hon. Robert E. Gerber), in accordance with General Order M-182 – Electronic Means for Filing, Signing, and Verification of Documents, dated June 26, 1997.

1. Any objections or responses must also be served upon the following parties so as to be received no later than the Objection Deadline: (i) Counsel for the Debtors (Honigman Miller Schwartz and Cohn LLP, Attn: Robert B. Weiss, Donald F. Baty, Jr., and Tricia A. Sherick, 660 Woodward Avenue, 2290 First National Building, Detroit MI 48226), (ii) Office of the United States Trustee for the Southern District of New York (33 Whitehall Street, 21st Floor, New York, NY 10004), (iii) the attorneys for the U.S. Treasury (Attn: Matthew Feldman, Esq., 1500 Pennsylvania Avenue, NW, Room 2312, Washington, D.C. 20020), (iv) the attorneys for EDC (Bedder Price, Attn: Michael Edelman, Esq., 1633 Broadway, 47th Fl., New York, NY 10019), (v) the attorneys for the agent under GM's prepetition secured term loan agreement (Morgan Lewis & Bockius LLP, Attn: Richard S. Toder, Esq., 101 Park Avenue, New York, NY 10178), (vi) the attorneys for the agent under GM's prepetition amended and restated secured revolving credit agreement (Simpson Thacher & Bartlett LLP, Attn: David J. Mack, Esq., 425 Lexington Avenue, New York, NY 10017), (vii) proposed counsel for the unsecured creditors' committee (Attn: Kenneth H. Eckstein, 1177 Avenue of the Americas, New York, NY 10036) (viii) the attorneys for the UAW (Daniel W. Sherrick, General Counsel, 8000 East Jefferson Avenue, Detroit, MI 48214), (ix) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America (Kennedy, Jennik & Murray P.C., Attn: Thomas M. Kennedy, Esq., 113 University Place, New York, NY 10003), (x) the United States Department of Labor (Attn: Solicitor of Labor, 200 Constitution Avenue, NW, Washington, D.C. 20201), (xi) the attorneys for the National Automobile Dealers Association (Orrick Herrington & Sutcliff, Attn: Roger Frankel, Esq., Columbia Center, 1152 15th Street NW, Washington, D.C. 20005), (xii) the attorneys for the ad hoc bondholders committee (Paul Weiss Rifkind Wharton & Garrison LLP, Attn: Andrew N. Rosenberg, Esq., 1285 Avenue of the Americas, New York, NY 10019), (xiii) Pentastar Aviation, LLC (Oakland County International Airport, 7310 Highland Road, Waterford, MI 48327).

Dated: June 9, 2009
New York, New York

By: /s/ Robert B. Weiss
Robert B. Weiss
Donald F. Baty, Jr.
Tricia A. Sherick
HONIGMAN MILLER SCHWARTZ
AND COHN LLP
660 Woodward Avenue
2290 First National Building
Detroit MI 48226
Telephone: (313) 465-7000
Facsimile: (313) 465-8000

Attorneys for Debtors
and Debtors in Possession

DETROIT.3706875.1